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GEORGE W. BILICIC, JR.  
RICHARD HALL

March 13, 1996

Dear Mr. Williams:

In accordance with 49 U.S.C. §11301, we submit herewith for recording with the Surface Transportation Board original counterparts of the document described below.

This document is an Amended and Restated Memorandum of Lease Assignment, a "secondary document", dated as of November 1, 1995.

The primary document to which this is related is the Memorandum of Lease Agreement, recorded with the Interstate Commerce Commission on November 30, 1995, and assigned recordation number 19732.

The names and addresses of the parties to the document are as follows:

ASSIGNOR: First Security Bank of Utah,  
National Association, as trustee for  
General Electric Capital Corporation  
79 South Main Street  
Salt Lake City, Utah 84111.

ASSIGNEE: Harris Trust and Savings Bank  
311 West Monroe  
Chicago, Illinois 60606

The equipment covered by the document is listed in Schedule A hereto, and bears the reporting marks and road numbers of Union Pacific Railroad Company listed therein.

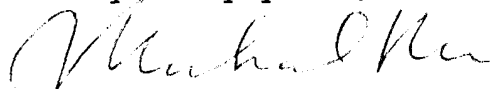
The recordation fee of \$21.00 is enclosed. After recordation, please return the counterparts not needed by the Board, stamped with the recordation data, to the undersigned at the above address.

A short summary of the document for use in the index follows:

Amended and Restated Memorandum of Lease Assignment dated as of November 1, 1995, between First Security Bank of Utah, N.A. (as trustee for General Electric Capital Corporation), as assignor, and Harris Trust and Savings Bank, as assignee, covering the Lease Agreement dated as of November 1, 1995, between First Security Bank of Utah, N.A. (as trustee as aforesaid) and Union Pacific Railroad Company, and the Lease and Indenture Supplement covering 50 locomotives 204 bi-level autoracks.

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,



Michael Rice

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
12th and Constitution Avenue, N.W.  
Washington, D. C. 20423

Encl.

SCHEDULE A  
(Transaction dated November 1, 1995,  
General Electric Capital Corporation)

<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
General Electric model AC4400 CW diesel-electric locomotives		6838--6887, inclusive
Bi-level autoracks	UPL	91969--92172, inclusive

19732-C

AMENDED AND RESTATED MEMORANDUM OF LEASE ASSIGNMENT dated as of November 1, 1995, between FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, not in its individual capacity but solely as trustee under a Trust Agreement dated as of the date hereof with General Electric Capital Corporation (hereinafter, in such capacity, called the **Assignor**), and HARRIS TRUST AND SAVINGS BANK (hereinafter called the **Assignee**).

WHEREAS the Assignor and Union Pacific Railroad Company have entered into that certain Lease Agreement dated as of the date hereof and supplements thereto (hereinafter collectively called the **Lease**), covering the railroad equipment listed in Schedule A hereto, bearing the reporting marks and road numbers of Union Pacific Railroad Company shown in said Schedule A and all additions and alterations thereof, replacements thereof and substitutions therefor (hereinafter collectively called the **Equipment**);

WHEREAS the Assignor and the Assignee have entered into that certain Trust Indenture and Security Agreement dated as of the date hereof and supplements thereto, pursuant to which the Lease has been assigned by the Assignor to the Assignee; and

WHEREAS a memorandum of lease assignment in respect of the Lease and the Equipment has been recorded with the Interstate Commerce Commission pursuant to then section 11303 of Title 49 of the United States Code on November 30, 1995, and assigned recordation number 19732-A.

NOW THEREFORE, the parties hereto wish to amend said memorandum and restate the same in its entirety, and to record this memorandum pursuant to section 11301 of Title 49 of the United States Code, as amended by the ICC Termination Act of 1995, to afford the parties hereto the benefits of said section 11301 with respect to the Lease, the assignment thereof, and the Equipment.

IN WITNESS WHEREOF, the parties hereto hereby agree that the memorandum of lease assignment described herein is amended and restated in its entirety hereby, and accordingly have caused this amended and restated memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

FIRST SECURITY BANK OF UTAH,  
NATIONAL ASSOCIATION, not in its  
individual capacity but solely as  
trustee, as aforesaid

by   
ASSISTANT VICE PRESIDENT

HARRIS TRUST AND SAVINGS BANK

by   
Assistant Vice President

STATE OF UTAH )

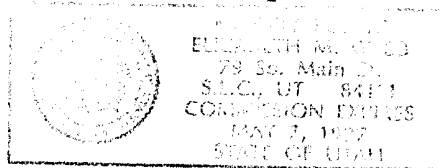
COUNTY OF SALT LAKE )

SS.:

On this 4th day of March, 1996, before me personally appeared Nancy M. Dahl, to me personally known, who, by me being duly sworn, says that she is an Assistant Vice President of FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, and that the foregoing instrument was signed on behalf of said association by authority of its board of directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

*Elizabeth M. Webb*  
Notary Public

My commission expires

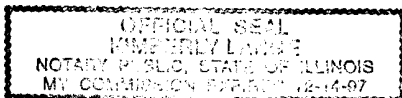


STATE OF ILLINOIS )

COUNTY OF COOK )

SS.:

On this 1st day of March, 1996, before me personally appeared Daniel G. Donovan, to me personally known, who, by me being duly sworn, says that he is an Assistant Vice President of HARRIS TRUST AND SAVINGS BANK, that the foregoing instrument was signed on behalf of said bank by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.



My commission expires

*[Signature]*  
Notary Public

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